

### CERTIFICATE OF TRUST

This **CERTIFICATE OF TRUST** (hereinafter "Certificate") is executed by the Grantor and the Primary Trustee of the **SUSAN J. GLADNEY IRREVOCABLE TRUST DATED MAY 7, 2007**, an irrevocable grantor trust established by inter vivos agreement (hereinafter "Trust Agreement") executed by the Grantor and the Primary Trustee (hereinafter "Trust") in accordance with § 91-9-7 of the Mississippi Code Annotated, as amended, and, by this Certificate, the Grantor and Primary Trustee hereby certify the following:

- (a) The name of the Trust is the **SUSAN J. GLADNEY IRREVOCABLE TRUST DATED MAY 7, 2007**.
- (b) The street and mailing address of the office of the Trust are:

105 Public Square  
Batesville, MS 38606

The name, street and mailing address of the Primary Trustee are:

MICKEY R. ALDRIDGE, CPA  
105 Public Square  
Batesville, MS 38606

If the Primary Trustee is deceased, is incapacitated, resigns or is otherwise unwilling or unable to act as the Primary Trustee, or upon the death of the Grantor, then the name(s) and street and mailing address(es) of all trustee(s) who are authorized to act as successor trustee(s) pursuant to and under the Trust Agreement at the time of the execution of this Certificate are:

First Co-Successors: JAMES R. JOHNSON, III  
309 W. Main Street  
Senatobia, MS 38668

and

CUMBERLAND TRUST & INVESTMENT, CO.  
700 Colonial Road, Suite 101  
Memphis, TN 38117

- (c) The name and street and mailing address of the Grantor are:

SUSAN J. GLADNEY

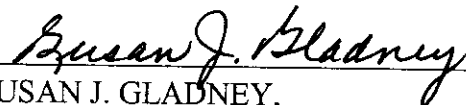
SUSAN J. GLADNEY IRREVOCABLE TRUST DATED MAY 7, 2007  
CERTIFICATE OF TRUST  
Page 2


1385 Vernon Drive North  
Hernando, MS 38632

- (d) The legal description(s) of all interest(s) in real property which is(are) and shall be owned by or conveyed to the trust and which is(are) located in the Mississippi county of the chancery clerk's office in which this Certificate is and shall be filed is(are) attached to this Certificate as Exhibit A
- (e) The anticipated date of termination of the Trust is perpetual. The Trust is irrevocable.
- (f) The Trust Agreement grants the Trustee all powers granted to trustee(s) by the Uniform Trustees' Powers Law, §§ 91-9-101 et seq of the Mississippi Code Annotated, as amended, which are therein incorporated by reference, and all other powers granted to trustee(s) by law.

The Grantor and Primary Trustee further hereby certify that no provisions in the Trust Agreement, or any amendment to the Trust Agreement, exist which limit the powers and authority of the trustee(s) to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert, allot or sell upon deferred payments the Trust assets, including real and personal property.

The Grantor and Primary Trustee hereby certify that the statements and representations contained in this Certificate are true and correct, and that the Trust Agreement has not been altered, amended, modified or revoked in any manner which would cause the statements and representations in this Certificate to be incorrect.

  
SUSAN J. GLADNEY,  
Grantor

  
MICKEY R. ALDRIDGE, CPA  
Primary Trustee

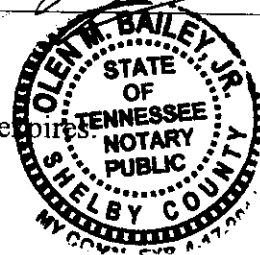
SUSAN J. GLADNEY IRREVOCABLE TRUST DATED MAY 7, 2007  
 CERTIFICATE OF TRUST  
 Page 3

STATE OF TENNESSEE )  
 ) SS:  
 COUNTY OF SHELBY )

Personally came before me this 7th day of May, 2007, the above named SUSAN J. GLADNEY, to me known to be the person who executed the foregoing instrument and acknowledged the same.

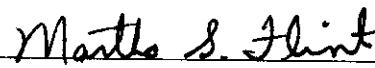
  
 Notary Public

My Commission expires:



STATE OF Mississippi )  
 ) SS:  
 COUNTY OF Panola )

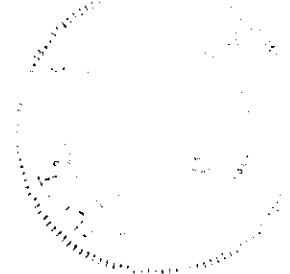
Personally came before me this 7th day of May, 2007, the above named MICKEY ALDRIDGE, to me known to be the person who executed the foregoing instrument and acknowledged the same.

  
 Notary Public

My Commission expires:

Prepared by: Olen M. "Mac" Bailey, Jr.,  
 The Bailey Law Firm, A Professional Corporation  
 5100 Wheelis Drive, Suite 215  
 Memphis, Tennessee 38117  
 Voice 901-843-2760  
 Fax 901-843-2761  
 TN BOPR Number 017633  
 MSB Number 8428

MISSISSIPPI STATEWIDE NOTARY PUBLIC  
 MY COMMISSION EXPIRES DEC. 28, 2009  
 BONDED THRU STATE NOTARY SERVICE



SUSAN J. GLADNEY IRREVOCABLE TRUST DATED MAY 7, 2007  
CERTIFICATE OF TRUST  
Page 4

**EXHIBIT A**

The Trust owns no real property which is(are) and shall be owned by or conveyed to the trust and which is(are) located in the Mississippi county of the chancery clerk's office in which this Certificate is and shall be filed.